

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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CITY OF PROVIDENCE, RHODE ISLAND, :  
PLUMBERS AND PIPEFITTERS NATIONAL :  
PENSION FUND, EMPLOYEES' RETIREMENT :  
SYSTEM OF THE GOVERNMENT OF THE VIRGIN :  
ISLANDS, STATE-BOSTON RETIREMENT :  
SYSTEM, AND FÖRSTA AP-FONDEN, Individually :  
and on Behalf of All Others Similarly Situated, :  
Plaintiffs, : Civil Action No.:  
: 1:14-cv-02811-JMF  
: (Consolidated)  
-against- :  
BATS GLOBAL MARKETS, INC., et al., :  
Defendants. :  
-----x

**DECLARATION OF JEFFREY T. SCOTT**

JEFFREY T. SCOTT makes the following declaration under penalty of perjury:

1. I am a member of good standing of the Bar of this Court and am a partner of Sullivan & Cromwell LLP, attorneys for defendant Barclays PLC in the above-captioned action.
2. I respectfully submit this Declaration in support of Barclays' Motion to Dismiss the Consolidated Amended Complaint and to place certain documents before this Court.
3. Attached as Exhibit 1 is a true and correct copy of a marketing deck titled "Liquidity Products," dated December 2012, which is referenced in the Complaint at Paragraph 250.
4. Attached as Exhibit 2 is a true and correct copy of a marketing deck titled "LX® Liquidity Cross," dated July 2013, which is referenced in the Complaint at Paragraph 246.

5. Attached as Exhibit 3 is a true and correct copy of a marketing flyer titled “LX® Liquidity Profiling—Protecting Clients in the dark,” dated June 2013, which is referenced in the Complaint at Paragraphs 248 and 249.

6. Attached as Exhibit 4 is a true and correct copy of a *Markets Media* article titled “Best Dark Pool: Barclays LX,” dated February 20, 2014, which is referenced in the Complaint at Paragraphs 247 and 252.

7. Attached as Exhibit 5 is a true and correct copy of a *Markets Media* article titled “Finding the ‘Right’ Liquidity,” dated March 14, 2013, which is referenced in the Complaint at Paragraph 247.

8. Attached as Exhibit 6 is a true and correct copy of a marketing deck titled “Liquidity Products for ELPs,” dated January 2011, which is referenced in the Complaint at Paragraph 246.

Dated: November 3, 2014

New York, New York

/s/ Jeffrey T. Scott  
Jeffrey T. Scott